

CYLA BYLAWS

ARTICLE 1 - NAME

This organization shall be known as the CALIFORNIA YOUNG LAWYERS ASSOCIATION.

ARTICLE 2 - PURPOSES

The purposes of the California Young Lawyers Association shall be:

- (a) To stimulate and encourage an interest among members in programs and activities designed to further the objectives and purposes of the State Bar of California.
- (b) To provide a forum for the exchange of ideas and material pertaining to the duties and responsibilities of:
 - 1. California Lawyers, age 36 and under; and
 - 2. Other lawyers in their first five years of active membership in the State Bar of California.
- (c) To assist the organized Bar of this State in the administration and implementation of its programs and responsibilities.
- (d) To offer encouragement and assistance to the new members of the Bar in the task of assuming their responsibilities before the Bar.
- (e) To assist in the creation, improvement and coordination of local young lawyer organizations throughout the State of California.
- (f) To promote the interests of:
 - 1. California lawyers, age 36 and under; and
 - 2. Other lawyers in their first five years of active membership in the State Bar of California, and in matters relating to their profession and the administration of justice.

ARTICLE 3 - MEMBERSHIP

Any person who is a member in good standing of the State Bar of California is a member in good standing of the California Young Lawyers Association until December 31 of the year in which such member reaches the age of 36 years or until the member enters his or her sixth year of practice in California, whichever is later; provided, however, that a Director shall remain a member at least until the end of his or her term, and the Director of Young Lawyer Member of the Board of Governors, appointed pursuant to the provisions of Business and Professions Code Section 6013.4 shall remain a member at least until the end of his or her term. (Approved December 21, 1985)

ARTICLE 4 - MEETINGS

SECTION 1

The Board of Directors of the California Young Lawyers Association may call an Annual Meeting of the California Young Lawyers Association that shall be held during the period of the Annual meeting of the State Bar of California and in the same place where such Annual Meeting of the State Bar of California is held.

SECTION 2

Special meetings of the California Young Lawyers Association may be called by the President, subject to the affirmative vote of three-fourth's (3/4) of the members of the Board of Directors taken at any regular or

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special meeting of the Board of Directors or taken by mail ballots as hereinafter provided and shall be held at such times and places as the President shall determine in the call thereof.

SECTION 3

The program and order of business of any meeting of the California Young Lawyers Association called, as hereinabove provided shall be as the President shall direct. All such meetings shall be conducted in accordance with "Robert's Rules of Order Revised."

ARTICLE 5 - BOARD OF DIRECTORS

SECTION 1

The California Young Lawyers Association shall be governed by a Board of Directors elected from those members of CYLA who are active members of the State Bar of California. Directors shall be elected as provided in Article 6 from State Bar Districts as established by Section 6012.5 of the Business and Professions Code and Article IIB of the Rules and Regulations of the State of California as follows:

- (a) One (1) Director from each of State Bar Districts 1, 2, 5, 6, 8, and 9.
- (b) Two (2) Directors from each of State Bar Districts 3 and 4.
- (c) Five (5) Directors from State Bar District 7. (Amended May 19, 1990)
- (d) On and after the April 15 preceding the election, or upon the next business day following April 15 should said day fall upon a Saturday, Sunday or Holiday, each candidate for Director must have his or her principal place of business within the State Bar District in which the election is to be held, except as provided in subdivision (f) herein. (Amended December, 1987; May 19, 1990)
- (e) Principal place of business is defined as the address given the State Bar of California as the individual's office address pursuant to Business and Professions Code Section 6002.1, Subdivision (a) (1). (Amended December, 1987)
- (f) The term of office of any member of the Board of Directors shall not be affected by any change in the boundaries of the district which he or she represents. Upon the occurrence of a vacancy in the office of any Director, whether on account of the expiration of term of the incumbent or otherwise, his or her successor shall be appointed or elected from within the district as constituted on the date of the appointment or the commencement of the term, as the case may be. (Approved May 19, 1990)

SECTION 2

A President of the California Young Lawyers Association whose regular term as a Director has expired shall continue to serve as an ex officio voting member of the Board of Directors for the duration of his or her term as President. (Approved June 21, 1986)

SECTION 3

The Young Lawyer Member of the Board of Governors appointed pursuant to Business and Professions Code Section 6013.4, shall serve as an ex officio voting member of the Board of Directors of CYLA for the duration of his or her term on the State Bar Board of Governors as the Young Lawyer Member. (Approved January 23, 1988.)

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SECTION 4

The Board of Directors shall have full power and authority to do all acts and perform all functions on behalf of the Association consistent with the purposes of the Association.

SECTION 5

The Board of Directors shall meet during the week of the Annual Meeting of the State Bar for such time as they deem appropriate. Other meetings of the Board of Directors shall be held each year at the call of the President, who shall specify the time and place thereof.

SECTION 6

If any Director fails to attend three meetings of the Board of Directors during any twelve-month period, beginning with the first meeting after the State Bar Annual Meeting, the office held by such Director shall be declared vacated by the President of the California Young Lawyers Association and the unexpired term of office shall be filled by appointment as provided in Article 5, Section 8. (Approved June 21, 1986, Amended 1990.)

SECTION 7

If any Director, other than the President serving in his or her fourth year, changes his or her principal place of business outside the District in which he or she was elected, the office held by such Director shall be declared vacated by the President of the California Young Lawyers Association and the unexpired term of office shall be filled by appointment as provided in Article 5, Section 8.

SECTION 8

Should a vacancy occur on the Board of Directors for any reason, the vacancy shall be filled as follows:

(a) If the unexpired term of such office is more than eighteen (18) months, the vacancy may, at the discretion of the Board of Directors, be filled by an election held in accordance with the terms of Article 6 or by an appointment in accordance with subparagraph (b) of this Section.

(b) If the unexpired term of such office is less than eighteen (18) months, the President of the Association shall, within sixty (60) days following the date the vacancy occurred, appoint a member of the California Young Lawyers Association from the State Bar District in which the vacancy occurs, to serve the unexpired term of such office except that, if the unexpired term of such office is less than four months, no appointment need be made. If the President fails to act within said sixty (60) day period, the office may be filled by a majority vote of the Board of Directors. Where the appointment of a successor is mandatory under these By-Laws, any appointment by the President shall be subject to confirmation by a majority of the Board of Directors.

ARTICLE 6 - ELECTION OF DIRECTORS

SECTION 1

(a) Five Directors of the California Young Lawyers Association (CYLA) are elected each year for terms of three years each, except as provided in Section 2 of this Article.

(b) The term of office of each Director shall commence at the conclusion of the Annual Meeting of the State Bar next succeeding his or her election or appointment and he or she shall hold office until his or her successor is elected or appointed and has qualified.

(c) Any member of the California Young Lawyers Association who will not have reached the age of thirty-five years on or before December 31st of the year in which elected, or who will not have entered his or her fourth

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year of practice in California on or before December 31st of the year in which elected, shall be eligible for election as a Director from the State Bar District within which he or she maintains his or her principal place of business.

(d) No person shall be nominated for or eligible to become a Director who has served as a Director for three years next preceding the expiration of his or her current term or would have so served if his or her current term were completed.

(e) Within the meaning of this section, the time intervening between any two successive Annual Meetings of the State Bar is deemed to be one year.

SECTION 2

Directors shall be elected for terms as follows:

(a) In 1965, one Director each shall be elected from State Bar Districts 3 (Office 1) and 4 (Office 2) and two Directors shall be elected from State Bar District 7 (Offices 4 and 5) to serve for a three-year term. One Director each shall be elected from State Bar Districts 1 and 5 to serve for a two-year term. One Director shall be elected from State Bar District 8 to serve for a one-year term.

(b) In 1966, one Director each shall be elected from State Bar Districts 4 (Office 1), 6, and 8 and two Directors from State Bar District 7 (Offices 2 and 3), to serve for a three-year term. One Director shall be elected from State Bar District 2 to serve for a two-year term. One Director each shall be elected from State Bar Districts 3 (Office 2), 7 (Office 1), and 9, to serve for a one-year term. Thereafter, five Directors shall be elected each year, each for three-year terms, from the State Bar District in which vacancies will occur in that year by reason of the expiration of the term of office of a Director theretofore elected thereto.

SECTION 3

The CYLA Staff, in coordination with the State Bar Office of the Secretary, shall conduct and supervise the election of members of the Board of Directors in accordance with these By-Laws and such resolutions supplemental hereto and not inconsistent herewith as the Board of Directors may adopt. (Amended June 26, 1999.)

SECTION 4

(a) Candidates for election as Directors shall be nominated by a petition signed by at least three persons entitled to vote for such nominees, which petitions shall be submitted to the CYLA staff pursuant to such resolutions relating thereto as the Board of Directors may adopt. Each nominee shall provide the following information in the nominating petition under penalty of perjury: Name, address of principal place of business, mailing address, date of birth, State Bar number, and the year the nominee was admitted to practice in California. (Amended June 26, 1999.)

(b) Each nominee may submit to the CYLA staff a statement relating to the nominee's candidacy for inclusion in the mailing of the ballots. This statement shall be submitted at such time and in such form as described in the California Young Lawyers Association Election Procedures for the Nomination and Elections of Directors. (Amended June 26, 1999.)

SECTION 5

(a) Except as provided in subparagraphs (b) and (c) below, each directorship shall be deemed a separate office for the purposes of the election. The election shall be by secret ballot with the candidate receiving the highest number of votes for each office being elected. In the case of a tie, a run-off election shall be held between the two candidates receiving the highest number of votes in the first election. Only members of the California Young Lawyers Association maintaining their principal places of business in the respective State

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Bar Districts of the candidates on the date the eligibility list closes shall be entitled to vote for any Director or Directors therefrom. Ballots shall be mailed to those entitled to vote upon a date fixed by the CYLA staff in coordination with the State Bar Office of the Secretary, and shall be returned by mail to the location determined by the CYLA staff, in coordination with the State Bar Office of the Secretary, where they shall be canvassed at least five (5) days prior to the ensuing Annual Meeting of the State Bar. At the Annual Meeting of the State Bar, the count shall be certified by the CYLA staff, in coordination with the State Bar Office of the Secretary, and the result thereby officially declared. In all other respects the election shall be as the Board of Directors may direct. (Amended June 26, 1999.)

(b) If in any one year two offices are to be filled for District 7, the election shall be at large with the candidates receiving the highest and next to highest number of votes being elected. (Amended May 19, 1990.)

(c) The election referred to in subparagraph (b) immediately above shall not be held at large in any year in which one of the two offices to be filled must be filled by a member maintaining a principal place of business for the practice of law outside the City of Los Angeles unless all candidates for said two District offices maintain their principal places of business for the practice of law outside the City of Los Angeles.

SECTION 6

(a) NOMINATING PETITIONS FOR DIRECTORS. Nominating petitions for the office of Director shall be in writing. The form shall be prepared by the California Young Lawyers Association (CYLA) staff in accordance with this resolution and furnished upon request therefore in accordance with the published election schedule. All information contained in the petition is subject to verification by the CYLA staff. Notification of the elections shall be published in the official State Bar Publication and may be published or mailed elsewhere, as feasible. (Amended June 26, 1999)

(b) DATE OF FILING NOMINATION PETITIONS. Nomination petitions shall be certified in the manner prescribed by said form, and shall be filed in the San Francisco Office of the State Bar during such period as shall be prescribed each year by the CYLA staff in coordination with the State Bar Office of the Secretary. If no nominating petition is filed for an office during the period prescribed therefore, the CYLA staff is authorized to extend the time for filing nominating petitions for said office to a date at least seven days prior to the date fixed for the mailing of ballots. Before a nominating petition shall be filed, the nominee shall sign a statement on the petition accepting the nomination. If the person who receives a plurality of the votes cast for any office withdraws his or her acceptance of the nomination or dies prior to the commencement of his or her term of office, or becomes ineligible to serve as a member of the Board prior to the commencement of his or her term, or if no nominating petition is filed for a particular office within the prior prescribed or fixed herein above, said office thereupon shall be vacant upon the conclusion of said Annual Meeting for the purpose of selecting a successor and the Board shall fill said vacancy pursuant to the provisions of Article 5, Section 8 of the By-Laws. (Amended June 26, 1999)

(c) DETERMINATION OF SUFFICIENCY OF NOMINATING PETITIONS. A candidate for membership on the Board of Directors may be proposed for nomination by the signatures, upon nominating petitions, of three members of the California Young Lawyers Association entitled to vote for a candidate for that office. Any number of nominating petitions on behalf of a nominee may be filed, but when such nominee shall have been nominated by three (3) members entitled to vote for such nominee, all signatures in excess of said three may be disregarded. The CYLA staff shall determine when a member is nominated. (Amended June 26, 1999)

(d) CANDIDATE COPY OF BY-LAWS AND RESOLUTION. The CYLA staff shall mail each nominated candidate a copy of the California Young Lawyers Association By-Laws and the Election Procedures for the Nomination and Election of Directors. (Amended June 26, 1999)

(e) PREPARATION OF ELIGIBILITY LIST. Every active member of the California Young Lawyers Association in good standing on the date the eligibility list closes, shall be entitled to vote within his or her respective State Bar District for the Director or Directors for said district to be elected that year. The CYLA staff, in coordination with the State Bar Office of the Secretary, shall prepare an eligibility list of all active members so entitled to vote, which shall be open to inspection by members of the California Young Lawyers Association. Upon request, copies of the eligibility list may be furnished to candidates or their designee for California Young Lawyers Association election-related activities as determined by the CYLA staff in

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coordination with the State Bar Office of the Secretary, upon payment of the cost of producing the same and in a manner authorized by the CYLA staff so as not to interfere with these procedures. Any person or entity desiring to obtain the eligibility list must agree to execute a hold harmless agreement in favor of the State Bar and an agreement limiting the use of the eligibility list. (Amended June 26, 1999)

(f) CANDIDATE'S STATEMENT. A candidate for election to the Board of Directors may submit to the CYLA staff as provided in Article 6, Section 4(b) of the California Young Lawyers Association By-Laws for inclusion in the mailing of ballots a candidate's statement. Such statement shall not exceed the word limitation established by the CYLA staff. The candidate's statement will be included in the mailing of ballots on a form prepared by the CYLA staff, along with a disclaimer stating that the information provided by candidate has not been verified. The statement shall be signed by the candidate and received by the CYLA staff on or before the last day fixed for the filing of the candidate's statement in accordance with the published elections schedule. (Amended June 26, 1999)

(g) MAILING OF BALLOTS. Upon a date fixed each year by the CYLA staff, in coordination with the State Bar Office of the Secretary, ballots shall be prepared and mailed to each active member of the California Young Lawyers Association entitled to vote at the annual election, addressed to his or her address as shown by the records of the State Bar. Ballots will not be mailed before or after the date fixed for mailing. The CYLA staff, in coordination with the State Bar Office of the Secretary, shall cause the ballots and envelopes hereinafter referred to be printed in such form as he or she deems best in order to facilitate the distribution and counting of the ballots. (Amended June 26, 1999)

(h) VOTING OF BALLOTS. The member shall return his or her ballot in sufficient time to reach the location determined by the CYLA staff in coordination with the State Bar Office of the Secretary, on or before the last day for voting, or shows by post office mark that it was mailed, postage prepaid, not later than the day before the last day for voting and is received in said location not later than 12:00 noon for the first day fixed for canvassing ballots, in a manner prescribed by the CYLA staff, in coordination with the State Bar Office of the Secretary. If any ballot is forwarded by a member without following the prescribed procedures, it shall be invalidated and shall not be counted. No ballot shall be accepted nor counted unless it conforms with the prescribed procedures. (Amended June 26, 1999)

(i) CHECKING AND CUSTODY OF BALLOTS. The CYLA staff, in coordination with the State Bar Office of the Secretary, shall have custody of the ballots after they are cast, until they are canvassed as prescribed by the Board of Directors. During the voting period, a list of those active members whose names appear on the eligibility list and who have cast ballots shall be prepared. This list shall be called the voting list. During the period from the date upon which ballots are mailed until the next business day following the last date for voting, the voting list specified by this section shall be open for inspection at times and in a manner authorized by the CYLA staff, in coordination with the State Bar Office of the Secretary, so as not to interfere with the procedures required by this section. Any person or entity desiring to obtain the voting list must agree to execute a hold harmless agreement in favor of the State Bar and an agreement limiting the use of the list(s). (Amended June 26, 1999)

(j) CANVASSING OF BALLOTS. The CYLA staff, in coordination with the State Bar Office of the Secretary, each year shall designate the period, which shall not be less than five (5) days prior to the Annual Meeting, during which the ballots shall be canvassed. Any member of the State Bar shall be permitted to be in attendance during the canvassing of the ballots, subject only to reasonable restrictions invoked by the CYLA staff, in coordination with the State Bar Office of the Secretary, to prevent interference with its work. Promptly upon the conclusion of the canvass, the CYLA staff shall certify its count to the Board of Directors and shall forthwith publicly announce the same and notify each candidate thereof by mail. Upon the completion of the canvass, the CYLA staff, in coordination with the State Bar Office of the Secretary, shall oversee the storage and destruction of the ballots. (Amended June 26, 1999)

SECTION 7

(a) In 1998, the election of directors shall be suspended and the requirements of Article 6 waived. The terms of office of the five Directors whose terms would otherwise expire in 1998 shall continue and he or she may hold office until his or her successor is elected or appointed and has qualified. (Approved May 30, 1998.)

(b) In 1998, the election of Officers shall be suspended and the requirements of Article 7 waived. The terms of office of the Officers whose terms would otherwise expire in 1998 shall continue and he or she may hold office until his or her successor is elected or appointed and has qualified. (Approved May 30, 1998.)

ARTICLE 7 - OFFICERS

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SECTION 1

The Officers of the California Young Lawyers Association shall be a President, three (3) Vice-Presidents, a Secretary and a Treasurer, elected annually by the Board for Directors from among its members at a regularly scheduled meeting. The President shall be elected from among those Directors who will, if elected, have served at least thirty-five months on the Board prior to being sworn in as President at the annual meeting. If no such Director is able and willing to serve, then the President shall be elected from among the Directors who will, if elected, have served at least twenty-three months on the Board prior to being sworn in as President at the annual meeting. The other officers shall be elected from among the Directors who have at least one or more years to complete their respective terms. (Approved June 21, 1986; Amended February 25, 1994.)

SECTION 2

The term of office of each Officer shall commence at the conclusion of the Annual Meeting of the State Bar following his or her election and shall continue until the conclusion of the next succeeding Annual Meeting of the State Bar until a successor is elected and has qualified or until he or she has ceased to be Director of the California Young Lawyers Association. An Officer elected to fill an office which is vacant due to death, disability, resignation or refusal to act shall undertake the duties of the office immediately upon being elected.

SECTION 3

The President shall be the chief executive officer of the California Young Lawyers Association and, subject to the powers of the Board of Directors, shall have general charge of the affairs and management of the California Young Lawyers Association. In addition to other duties and powers specified in these By-Laws, the President shall preside at the meetings of the California Young Lawyers Association and all meetings of the Board of Directors, shall determine the agenda and the order of business to be transacted at any meeting of the California Young Lawyers Association or of the Board of Directors, shall fill vacancies as provided in these By-Laws, shall appoint membership of the various committees and fill vacancies therein, and shall have such other powers and perform such other duties as are necessary to the proper fulfillment and accomplishment of the purposes of the office and the California Young Lawyers Association and not in conflict with these By-Laws.

SECTION 4

Upon the death or resignation of the President, or during his or her disability, or upon his or her refusal to act, a Vice -President, in order determined by the Board of Directors at the time of the election of the Vice-Presidents, shall serve as President. The Vice-Presidents shall have such other powers and duties as may be assigned to them by the President or the Board of Directors.

SECTION 5

The Secretary shall be the custodian of all records and documents of the California Young Lawyers Association. The Secretary shall keep a true record of all proceedings of any meeting of the membership and of all meetings of the Board of Directors and shall render a report thereon, when required. The Secretary shall have such other powers and duties as the President or the Board of Directors may prescribe.

SECTION 6

The Treasurer shall keep an accurate account of all income and expenses of the California Young Lawyers Association and shall render a report thereon to any meeting of the California Young Lawyers Association and to the Board of Directors, when required. The Treasurer shall prepare an annual budget for the California Young Lawyers Association and shall, upon approval of such budget by the Board of Directors,

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submit such budget for approval by the Board of Governors of the State Bar. The Treasurer shall have such other powers and duties as the President or the Board of Directors may prescribe.

ARTICLE 8 - (Reserved)

ARTICLE 9 – COMMITTEES

SECTION 1

The Board of Directors may establish such committees as it deems appropriate. The President may appoint such additional committees in the interim between meetings as he or she shall deem necessary or desirable.

SECTION 2

Each committee appointed by the Board of Directors shall have the powers and number of members and shall perform the duties prescribed for it by the Board of Directors. Each committee appointed by the President shall have the powers and number of members and shall perform the duties prescribed for it by the President; provided, however, that any action taken by any committee appointed by the President shall be subject to confirmation by the Board of Directors at the first meeting thereof following appointment of such a committee. A majority of the membership of any committee shall constitute a quorum thereof and a majority vote of the members of any such committee present at any committee meeting shall be necessary and sufficient for the transaction of business.

SECTION 3

There shall be an Executive Committee of the Board of Directors composed of the six Officers of the Association. The Executive Committee shall have full power and authority in the interval between meetings of the Board of Directors to do all acts and perform all functions on behalf of the Association consistent with the purposes of the association.

ARTICLE 10 - FISCAL YEAR

The fiscal year of the Association shall be the same as the fiscal year of the State Bar of California.

ARTICLE 11 - AMENDMENT OF BY-LAWS

New By-Laws may be adopted or these By-Laws may be amended or repealed by a two-third's (2/3) vote of the Board of Directors, with consent of the Board of Governors of the State Bar.

Article 12 - BOARD POLICIES

Section 1.

The Board of Governors authorizes release of the California Young Lawyers Association (CYLA) membership list to interested publishers approved by the CYLA Board of Directors, in exchange for printing and mailing a CYLA newsletter publication, with the prior approval of the executive director or his or her designee, provided that the publisher agrees in writing in a form to be approved by general counsel to the following provisions from the membership control policy which are applicable to all users of State Bar mailing lists:

- (a) The list must be used only for the stated purpose.
- (b) The list will be used one time only, and no copies will be made by the outside entity.
- (c) The purchaser will not permit the list to be released to any other person, without the advance written consent of the State Bar.

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- (d) The purchaser will indemnify, hold harmless and defend the State Bar with respect to any and all claims, costs and liabilities arising from or related to any release (including the State Bar's release of the membership list), use or misuse of the membership list.
- (e) The State Bar may enforce the agreement by way of claim for damages, temporary restraining order, preliminary or permanent injunction, specific performance, or otherwise; and, in addition, the chief executive officer, or his or her designee, may deny subsequent requests for use of the list from any entity when the chief executive officer or his or her designee has reasonable cause to believe that said entity has used the list in violation of the agreement, whether or not the State Bar has taken any form of action to enforce the agreement.

(Source: Board of Governor's Resolution, June 1987.)